



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

December 13, 1996

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 15)
Recordation No. 9111

DEC 23 10 41 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Ninth Supplemental Equipment Trust Agreement dated as of July 31, 1996, between Union Tank Car Company and First Trust of Illinois, N.A., as Trustee, and the original and three certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

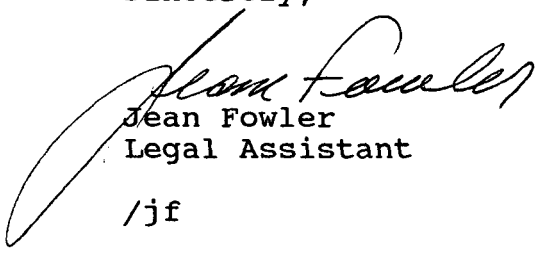
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$44 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jif

encls

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

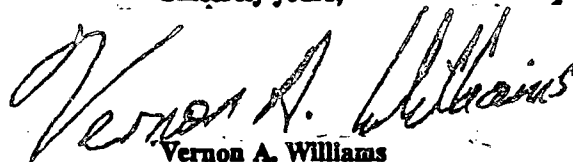
12/23/96

Jean Fowler
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/23/96 at 10:45AM, and assigned recordation number(s). #9111-Q, 9111-R, 17388-C and 17388-D.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

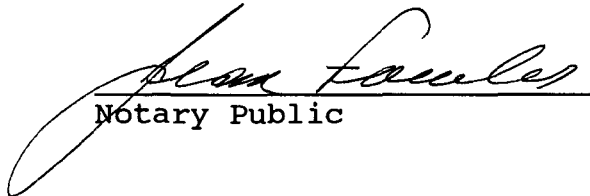
Signature 

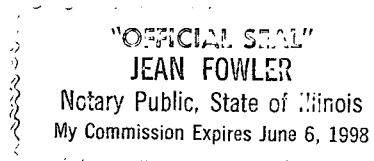
STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Ninth Supplemental Trust Agreement dated as of July 31, 1996, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 12th day of December, 1996.


Notary Public



9111-2

NINTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 15)

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1996, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of December 1, 1977 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 15) in the aggregate principal amount of \$40,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____

R. C. Gluth
R. C. Gluth,
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

FIRST TRUST OF ILLINOIS, N.A.,
as successor to
Bank of America Illinois,
formerly known as Continental Bank, N.A.



Attest:

Frank Layo
Trust Officer

By: _____

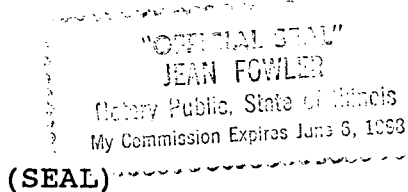
Matthew L. Sanders

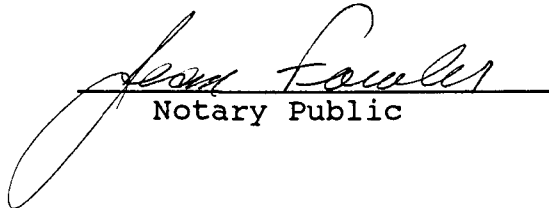
Vice President

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

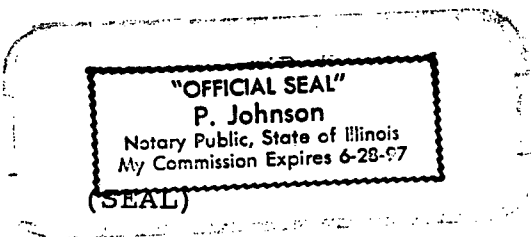
On October 28, 1996, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

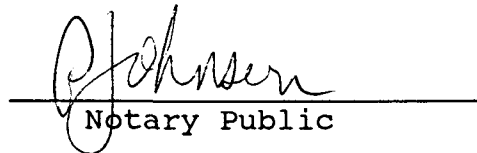



Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 6th day of December, 1996, before me personally came MARTHA L. SANDERS, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of First Trust of Illinois, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.




Notary Public

UTC2044

7/31/96

UNION TANK CAR COMPANY – TREASURER'S DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R015

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
2	LOC	5,820	UTLX 220136, 220141
1	TP	17,000	UTLX 82519
1	TM	20,000	UTLX 72927
<hr/>			
4	TOTAL CARS		

7/31/95

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS – SCHEDULE B
SERIES 15 (R015)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	TA	12,300	UTLX 12556
1	TA	13,500	UTLX 11953
1	TM	14,694	UTLX 12173
2	TM	17,600	UTLX 71819, 71871
7	TM	20,000	UTLX 71131, 71179, 71178, 71180, 71181, 71182, 71183
2	TM	23,500	UTLX 71215, 71259
<u>14</u>	TOTAL		

STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1996, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 12th day of December, 1996.


Notary Public

